

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Bankruptcy No. 01-01139 (JFK)

(Jointly Administered)

Hearing Date: March 22, 2004 @ 1:30 PM

Objections Due: December 9, 2003

**SUMMARY OF THE FIFTH INTERIM QUARTERLY APPLICATION OF ELZUFON
AUSTIN REARDON TARLOV & MONDELL, P.A., FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS DELAWARE
COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS FOR THE
INTERIM PERIOD FROM JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Name of Applicant: Elzufon Austin Reardon Tarlov & Mondell, P.A.

**Authorized to provide
Professional services to:** Zonolite Attic Insulation Claimants

Date of retention: July 22, 2002

**Period for which compensation
and reimbursement is sought:** July 1, 2003 through
September 30, 2003

**Amount of compensation sought
as actual reasonable and necessary:** \$ 10,919.00

**Amount of expense reimbursement
sought as actual reasonable and
necessary:** \$ 2,387.21

This is a: _____ Monthly X Quarterly _____ Final Application

Prior Application Filed: Yes.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/19/02	7/23/02 through 9/30/02	\$ 5,738.00	\$ 692.54	Approved	Approved
3/5/03	10/1/02 through 12/31/02	\$ 7,800.50	\$ 2,547.87	Approved	Approved
6/2/03	1/1/03 through 3/31/03	\$ 7,315.50	\$ 1,876.44	Pending	Pending
9/3/03	4/1/03 through 6/30/03	\$ 5,937.50	\$ 4,284.81	Pending	Pending

As indicated above, this is the fifth quarterly application for interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases and covers the time period of July 1, 2003 through September 30, 2003.

The total time expended for the preparation of this application is approximately 5.5 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$ 650.00.

The Elzufon Austin Reardon Tarlov & Mondell, P.A., attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total billed hours	Total compensation
William D. Sullivan	Partner	13	Bankruptcy	\$220.00	9.3	\$ 2,046.00
Charles J. Brown	Associate	10	Bankruptcy	\$190.00	17.2	\$3,248.00
TOTALS					26.5	\$5,314.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly Billing Rate	Total billed hours	Total compensation
Michael Young	Paralegal	2	Bankruptcy	\$75.00	74.6	\$ 5,595.00
TOTALS					74.6	\$5,595.00

Compensation by Project Category

Category	Total Hours	Total Fees
22-ZAI Science Trial	50.3 Hours	\$5,260.50
11 and 12-Fee Applications	51.8 Hours	\$5,648.50
TOTALS	102.1 Hours	\$10,919.00

Expenses

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	
Telephone Expense – Outside	
Facsimile (\$1.00 per page)	
Postage Expense	
Courier & Express Carriers	\$153.00
In-House Duplicating / Printing (\$.15 per page)	\$75.00
Outside Duplicating / Printing	\$2,158.31
Lodging	
Transportation	
Air Travel Expense	
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
Total:	\$2,386.31

Dated: Wilmington, Delaware
November 19, 2003

ELZUFON, AUSTIN, REARDON,
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

William D. Sullivan, Esq. (No. 2820)
Charles J. Brown, III, Esq. (No. 3368)
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Delaware Counsel to ZAI Claimants

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Hearing Date: March 22, 2004 @ 1:30 PM
)	Objections Due: December 9, 2003

**FIFTH INTERIM QUARTERLY APPLICATION OF ELZUFON AUSTIN
REARDON TARLOV & MONDELL, P.A., FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS DELAWARE
COUNSEL TO THE ZAI CLAIMANTS FOR THE INTERIM PERIOD
FROM JULY 1, 2003 THROUGH SEPTEMBER 30, 2003**

Pursuant to Sections 327, 330 and 331 of Title 11 of the United States Code (as amended, the “Bankruptcy Code”), Fed. R. Bankr. P. 2016, the Appointment Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the “Interim Compensation Order”), the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the “Amended Interim Compensation Order” and collectively with the Interim Compensation Order, the “Compensation Order”) and Del.Bankr.LR 2016-2, the law firm of Elzufon Austin Reardon Tarlov & Mondell, P.A., (“Applicant” or “EARTM”), Delaware Counsel to the ZAI Claimants, hereby applies for an order allowing it: (i) compensation in the amount of \$10,919.00 for the reasonable and necessary legal services EARTM has rendered; and (ii) reimbursement for the actual and necessary expenses EARTM has incurred in the amount of \$2,387.21 (the “Fifth Interim Quarterly Fee Application”), for the interim quarterly period from July 1, 2003 through September 30, 2003 (the “Fee Period”). In support of the Fifth Interim Quarterly Fee Application, EARTM

respectfully states as follows:

Background

Retention of EARTM

1. On April 2, 2001 (The “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On May 3, 2001, this Court entered the Interim Compensation Order and entered the Amended Interim Compensation Order on April 17, 2002. By this Court’s order effective as of July 22, 2002, EARTM was appointed as Delaware Counsel on behalf of the ZAI Claimants to prosecute the ZAI “Science Trial” issues on behalf of the ZAI Claimants’ position against Debtors’ position (the “Appointment Order”). The Appointment Order authorizes a total budget for ZAI Counsel of \$1.5 million in fees and \$500,000.00 in expenses for prosecuting the Science Trial. The budget has been exhausted. On July 28, 2003, the Court entered an order approving the Joint Motion of Debtors and ZAI Claimants to Increase Budget for Science Trial (the “Budget Increase Order”). According to the Budget Increase Order the litigation budget is increased \$950,000.00 per side for fees and expenses in the course of prosecuting the Science Trial against which EARTM may be compensated for legal services at its regular hourly rates, and for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court.

Monthly Interim Fee Applications Covered Herein

3. Pursuant to the procedures set forth in the Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a “Monthly Fee Application”) subject to any objections lodged by the Notice Parties, as defined in the Compensation Order. If no objection is filed to a Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

4. Furthermore, and also pursuant to the Compensation Order, professionals are to file and serve upon the notice parties a quarterly request (a “Quarterly Fee Application”) for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional’s final fee application.

5. This is the Fifth Interim Quarterly Fee Application that EARTM has filed with the Bankruptcy Court in connection with these Chapter 11 Cases.

6. EARTM has filed the following Monthly Fee Applications for interim compensation during this Fee Period:

1. The Eleventh Monthly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Zonolite Attic Insulation Claimants for the Period of July 1, 2003 through July 31, 2003 (the “July Fee Application”) attached hereto as Exhibit A.
2. The Twelfth Monthly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Zonolite Attic Insulation Claimants for the Period of August 1, 2003 through August 31, 2003 (the “August Fee Application”) attached as Exhibit B.
3. The Thirteenth Monthly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Zonolite Attic Insulation Claimants for the Period of September 1, 2003 through September 30, 2003 (the “September Fee Application”) attached as Exhibit C.

7. The period for objecting to the fees and expense reimbursement requested in the July Fee Application has expired, and a Certificate of No Objection for the July Fee Application has been filed with the court. The period for objecting to the fees and reimbursement requested in the August and September Fee Applications has not yet expired.

8. During the Fee Period, EARTM has prepared for the ZAI Science Trial as detailed in the Application.

Requested Relief

9. By this Fifth Interim Quarterly Fee Application, EARTM requests that the Court

approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by EARTM for the Fee Period as detailed in the Application, less any amounts previously paid to EARTM pursuant to the Application and the procedures set forth in the Compensation Order. The full scope of services provided and the related expenses incurred are fully described in the Applications, which are attached hereto as Exhibits A through C.

Disinterestedness

10. With the exception of its representation of ZAI claimants and other unrelated parties with matters before this court, EARTM does not hold or represent any interest adverse to the Debtors' estates.

11. In addition, EARTM may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases.

Representations

12. EARTM believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

13. EARTM performed the services for which it is seeking compensation under its Court Appointment effective as of July 22, 2002.

14. During the Fee Period, EARTM has received no payment, nor has it received any promises for payment, from any other source for services rendered or to be rendered on behalf of the ZAI Claimants in connection with these Chapter 11 Cases.

15. Pursuant to Fed. R. Bank. P. 2016(b), EARTM has not shared, nor has it agreed to share: (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of EARTM; or (b) any compensation another

person or party has received or may receive in connection with the Chapter 11 Cases.

16. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. EARTM reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, EARTM respectfully requests that the Court enter an order providing: (a) that for the Fee Period an administrative allowance be made to EARTM in the sum of (i) \$10,919.00 as compensation for reasonable and necessary professional services, and (ii) \$2,387.21 for reimbursement of actual and necessary costs and expenses incurred (for a total of \$13,306.21); (b) that the Debtors be authorized and directed to pay to EARTM the outstanding amount of such sums less any sums previously paid to EARTM pursuant to the Application and the procedures set forth in the Compensation Order; and (c) that this Court grant such further relief as is equitable and just.

Dated: Wilmington, Delaware
November 19, 2003

ELZUFON AUSTIN REARDON
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan
William D. Sullivan (No. 2820)
Charles J. Brown, III (No. 3368)
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P.O. Box 1630
Wilmington, DE 19801
(302) 428-3181

Delaware Counsel for ZAI Claimants

CERTIFICATE OF SERVICE

I, William D. Sullivan, Esquire, hereby certify that on November 19, 2003 service of the foregoing:

- **Fifth Interim Quarterly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A., for Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Zonolite Attic Insulation Claimants for the Interim Period from July 1, 2003 through September 30, 2003**

was made upon the attached Service List via hand delivery and first class mail.

Dated: Wilmington, Delaware
November 19, 2003

/s/ William D. Sullivan
WILLIAM D. SULLIVAN